

## HOUSING ACT 1983

**RULES  
FOR  
PHOENIX MANAGEMENT CO-OPERATIVE ASSOCIATION LTD  
INTERPRETATION**

- 1.(i) In these rules, unless the contrary intention appears:
- "Committee" means the Committee of Management of the Association;
- "financial year" means the year ending on 30 June;
- "member" means a member of the Association;
- "Act" means the *Housing Act 1983*.
- (ii) Words or expressions contained in these rules are to be interpreted in accordance with the *Interpretation of Legislation Act 1984* and the Act as in force from time to time.

**NAME**

2. The name of the co-operative association is Phoenix Management Co-operative Association Ltd (hereinafter called "**the Association**"), registered as an association of rental housing co-operatives under the Act.

**REGISTERED OFFICE**

3. The registered office of the Co-operative shall be situated at -----

**OBJECTS**

4. The objects for which the Association is formed are as follows:
- (a) To acquire freehold and leasehold interests on land within a municipality or within neighbouring municipalities and to manage and maintain those houses;
  - (b) To work generally towards the improvement in the conditions of freehold and leasehold housing;
  - (c) To maximise the involvement of members of the Association in all decisions made by the Association;
  - (d) To provide education for its members and employees and for the general public in the principles and techniques of co-operation;
  - (e) To provide any service connected with the operations of the Association and consistent with the objects of the Act; and
  - (f) To provide services to members.

## **MEMBERSHIP, SHARES AND ANNUAL SUBSCRIPTION**

5. Shares in the Association are of a nominal value of \$500 each and every member shall hold at least 3 shares, but no member shall hold more than one-fifth of the shares in the Association. Shares shall not be transferred. An application for additional shares shall be made on a form determined by the Committee.
6. A rental housing co-operative registered under the Act may apply for membership by completing and submitting a written application to the Association together with the full payment of \$500 for each share applied for and the annual subscription due in accordance with these rules.
7. The application must be in the form in the Appendix and must be considered by the Committee at its next meeting, where a decision must be taken and as soon as practicable thereafter the applicant must be notified in writing accordingly.
8. The Committee may reject an application for membership and need not assign any reason for its action. If an application for membership be not approved, the share monies so advanced shall be returned to the applicant without interest.
9. Every member shall pay an annual subscription as determined by the annual general meeting of the Association.

## **REPRESENTATION OF MEMBERS**

10. Each member shall nominate in writing to the Association one person who is a member or officer of that member to represent it in respect of the shares held by it and, if the person is approved by the Committee, to act as its delegate at all meetings of the Association. Such approved delegate may be altered from time to time by notice in writing to the Association. The delegate so approved shall during the continuance of his or her appointment be deemed the member of the Association holding those shares for all purposes except the liability in respect of the shares.

## **CEASING MEMBERSHIP**

11. A rental housing co-operative shall cease to be a member of the Association in accordance with section 58(9)(a),(b),(c),(f),(h),(j) or (l) of the *Co-operation Act* 1981.

## **EXPULSION OF MEMBERS AND FORFEITURE OF SHARES**

12. A member may be expelled from the Association by majority resolution to the effect:
  - (a) That the member has failed to discharge its obligations to the Association whether prescribed by these rules or arising out of any contract; or
  - (b) That the member has acted in a manner which obstructs the achievement of the Association's objects:

Provided that in either case written notice of the proposed resolution shall be forwarded to the member not less than seven days before the meeting, and a representatives or representatives of the member shall be given an opportunity of being heard at the meeting.

13. Where a member is expelled from the Association all monies owing by the member to the Association shall forthwith become payable in full. The shares of a member who has been expelled may by majority resolution be forfeited to the Association. The shares must be cancelled and not re-issued. A member whose shares have been forfeited for any reason shall cease to be a member in respect of the forfeited shares.

#### **CERTIFICATE OF SHARES**

14. Every member whose name is entered as a member in the register of members shall, without payment, be entitled upon application to a certificate under the common seal of the Association specifying the shares held by the member and the amount paid up thereon. The Association shall not be bound to issue more than one certificate. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of a fee of Ten dollars, and on such terms as to evidence and indemnity as the Committee thinks fit.

#### **REPAYMENT OF SHARE CAPITAL**

15. The repayment of share capital to a member shall be made in accordance with section 64 of the *Co-operation Act* 1981.

#### **MANAGEMENT**

16. The business and operations of the Association shall be managed and controlled by the Committee, and for that purpose the Committee shall have and may exercise the powers of the Association as if they had been expressly conferred on the Committee by a general meeting of the Association.
17. The Committee appointed under these rules must convene all meetings of the Association.

#### **COMMITTEE OF MANAGEMENT**

18. There must be a Committee of five (5) members elected by the members of the Association at each annual general meeting.
19. The qualification of a Committee member shall be that he or she is an approved delegate of a component member.
20. Members of the first Committee must be elected at the meeting for the formation of the Association.
21. At the first annual general meeting of the Association, two members of the Committee shall retire and at the annual general meeting in each subsequent year the members shall retire in rotation of three, and two.
22. A member who desires their delegate to be elected to the Committee may lodge at the registered office of the Association a nomination to the effect in writing not less than 21 days before the date fixed for the holding of annual general meeting.

23. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are deemed to be elected and further nominations may be received at the annual general meeting.
24. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are deemed to be elected.
25. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
26. A ballot for the election of members of the Committee must be conducted, if necessary, at the annual general meeting in the manner determined by the Committee.
27. The office of a member of the Committee becomes vacant if the member :
  - (a) The component member ceases to be a member of the Association;
  - (b) Resigns his or her office by one month's notice in writing given to the Committee;
  - (c) If the member ceases to be the delegate of a component member;
  - (d) If he or she absents himself or herself from three consecutive ordinary meetings of the Committee without its leave.
28. In the event of a casual vacancy in the Committee, the Committee may appoint a delegate of a member to the vacant office and the Committee member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his or her appointment.
29. The Association in general meeting may by a majority resolution remove any member of the Committee before the expiration of his or her term of office and appoint another delegate in his or her stead to hold office until the expiration of the term of the first-mentioned member.

#### **PROCEEDING OF THE COMMITTEE OF MANAGEMENT**

30. The Committee may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit: Provided that meetings of the Committee shall be held at intervals of not more than three months.
31. Questions arising at any meeting shall be decided by a majority of votes.
32. In case of an equality of votes the chairperson shall have a second or casting vote.
33. The secretary on the requisition of a Committee member shall, at any time, summon a meeting of the Committee.
34. The quorum for a meeting of the Committee shall be three (3).
35. The continuing Committee members may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of Committee members, the continuing Committee members may act only for the purpose of increasing the number of Committee members to that number, or of summoning a general meeting of the Association, but not for any other purpose.

36. The Committee may elect a chairperson of its meetings and determine the period for which he or she is to hold office, but if no such chairperson is elected or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the Committee members present may choose one of their number to be chairperson of the meeting.
37. The Committee may delegate any of its powers to sub-committees consisting of such members of the Committee and Association as the Committee thinks fit.
38. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.
39. A sub-committee may elect a chairperson of its meetings.
40. If no such chairperson of a sub-committee is elected, or, if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.
41. A sub-committee may meet and adjourn as it thinks proper.
42. Questions arising at any sub-committee meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairperson shall have a second or casting vote.

#### **GENERAL MEETINGS**

43. A general meeting of members of the Association must be held every 3 months.
44. The annual general meeting of the Association shall be held in accordance with the Act.
45. Each general meeting of the Association (including the annual general meeting) shall be convened on such day as the Committee determines.
46. Any three (3) members may convene a general meeting if the Association at any time in the same manner as nearly as possible as that in which meetings are convened by the Committee.
47. At each annual general meeting the business to be conducted is:
  - (a) Confirmation of the minutes of the last preceding annual general meeting;
  - (b) Receipt from the Committee, auditors, or any member of the reports upon the transactions of the Association during the financial year, including balance-sheet, and profit and loss account of the Association, and the state of affairs of the Association the end of the financial year;
  - (c) Election of members of the Committee;
  - (d) Any general or other business set out in the notice of meeting.

#### **NOTICE OF GENERAL MEETINGS**

48. The Committee must, at least fourteen (14) days notice before the date fixed for holding a general meeting of the Association, cause to be sent to each member and to the approved delegate of each member at the address appearing in the records of the Association, a notice by prepaid post stating the place, time and date of the meeting.

49. No business other than that set out in the notice to be transacted at the meeting.
50. A member desiring to bring any business before a meeting may not less than 10 days prior to the date of the meeting give notice of that business in writing to the Committee which must conclude that business in the notice calling the next meeting.

### PROCEEDINGS AT GENERAL MEETINGS

51. Business may be transacted at any general meeting unless a quorum of members is present during the time when the meeting is considering that item.
52. Four (4) approved delegates of members personally present constitute a quorum for the transaction of business of a general meeting.
53. If within half an hour after the appointed time for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved.
54. In any other case it shall stand adjourned to the same day in the next week, at the same time and at the same place, and if at the adjourned meeting a quorum is not present within half-an-hour after the time appointed for the commencement of the meeting the members present constitute a quorum.
55. The chairperson, if any, of the Committee shall preside as chairperson at every general meeting of the Association.
56. Except as otherwise provided by these rules, the chairperson in consultation with the secretary of the Association determines the order of business and the procedures to be observed at a general meeting over which he or she presides. The secretary must keep minutes of the resolutions and proceedings of each meeting in books provided for that purpose.
57. The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
58. When a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of an original meeting.
59. At any general meeting every question for decision by the meeting shall be determined by a majority of persons present in person, and unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five members the question shall be determined on a show of hands, and a declaration by the chairperson that a resolution has on a show of hands been carried by a simple majority, or carried unanimously, or by a particular majority, or lost shall be prima facie evidence of the fact.
60. In the case of an equality of votes on a motion before a meeting the motion is lost and must not be considered at that meeting
61. If a poll is duly demanded it must be taken in such manner directed by the chairperson and the result of the poll is the resolution of the meeting at which the poll was demanded.
62. A poll that is demanded on the election of a chairperson, the election of a secretary or on a question of an adjournment must be taken forthwith and a poll that is demanded in any other question must be taken at a time before the close of the meeting as the chairperson directs.

## **SEAL**

- 63. The common seal of the Association must be kept at its registered office.
- 64. The common seal may be used only under the authority of a resolution of the Committee, and the affixing of the common seal shall be attested by the signatures of two members of the Committee.

## **RECORDS, ACCOUNTS AND AUDIT**

- 65. Sufficient and proper accounting and all other necessary records shall be maintained at the registered office of the Association for the purpose of the Association and in order to comply with the provisions of the Act. All accounts of the Association must be kept by double entry and in a manner which will enables all income accrued and expenditure incurred to be taken into account in the financial year when it is accrued and incurred. The accounts of any petty cash advance must be kept on the imprest system and the records of the Association must contain details of the Association's fixed assets and their individual values.

## **BANKING, CHEQUES AND PAYMENTS**

- 66. The Committee must open a bank account in the name of the Association and all monies received for or on behalf of the Association must be paid into that account as soon as possible following its receipt.
- 67. All cheques drawn on the Association's bank account must be signed by two members of the Committee except payments that the Committee directs to be paid out of any petty cash advance.

## **NOTICES**

- 68. A notice may be served by or on behalf of the Association on any member either personally or by sending it by post to the registered office of the member and the approved delegate of the member at the address shown in the records kept by the Association for the giving of notices to the member.
- 69. Where a document is properly addressed, prepaid and posted a letter, the document is, unless the contrary is proved, deemed to have been given the person at the time at which the letter would be delivered in the ordinary course of post.

## **WINDING UP**

- 70. If upon a winding up of the Association there remains after the satisfaction of all debts and other liabilities of the of the Association any property, real or person, that property must not be paid to or distributed amongst the members but much be paid over to another rental housing co-operative nominated by the Association, or paid to a person or institution, as determined by the Association, to be used for the promotion of co-operation or community benefit.